

RESOLUTION OF THE BOARD OF DIRECTORS OF ASPIRA OF AMERICA

WHEREAS at the meeting of the Board of Directors on August 28 and August 29, 1981 certain amendments to the By-Laws and Articles of Incorporation were recommended and approved,

IT IS HEREBY RESOLVED that the By-Laws are amended as follows:

Article II, Section 1 which previously read:

Number: The property, business and affairs of the Association shall be managed and controlled by the National Board of Directors. Each Associate shall be entitled to be represented by four (4) Directors on the National Board consisting of the Chairperson of the Aspira Associate, except as provided in Section 3 hereof, two student members of the Aspira Associate's Board of Directors, and one non-student member of the Aspira Associate's Board of Directors or one person selected from the Aspira Associate's geographical area.

shall be amended to read as follows:

Number: The property, business and affairs of the Association shall be managed and controlled by the National Board of Directors. Each Associate shall be entitled to be represented by four (4) Directors on the National Board consisting of the Chairperson of the Aspira Associate, except as provided in Section 3 hereof, two student members of the Aspira Associate's Board of Directors, one of whom shall be a full-time high school student, and one non-student member of the Aspira Associate's Board of Directors or one person selected from the Aspira Associate's geographical area.

Article III, Section 3 which previously read:

At-Large Members and Their Terms: In addition to the Directors chosen in accordance with Section 1 above, three additional Directors shall be chosen At-Large by a majority vote of the Directors chosen under Section 1. Such At-Large Directors shall have terms of 1, 2, and 3 years respectively. Two of the three At-Large Directors shall be selected by a majority vote of the National Directors elected by the Associates prior to the selection of officers of the National Board. There shall not be more than one At-Large member from any geographical area served by any Associate.

In the event the Chairperson of the National Board is chosen from the representatives of any Associate, he/she shall resign that position as a representative of his/her Associate on the National Board and shall occupy the position of the one year At-Large Director. Under those circumstances, his/her Associate shall be entitled to elect another representative to the National Board.

Further, in the event the Chairperson of the National Board is not a representative of any Associate, the one year At-Large Director shall be elected by the National Board as described above.

shall be amended to read as follows:

At-Large Members and Their Terms: In addition to the Directors chosen in accordance with Section 1 above, three, or four (under the circumstance enumerated below in this Section) additional Directors shall be chosen At-Large by a majority vote of the Directors chosen under Section 1. Such At-Large Directors shall have terms of 1, 2

and 3 years respectively. When there are four At-Large Directors, the fourth shall serve for a term of one year. Two of the At-Large Directors shall be selected by a majority vote of the National Directors elected by the Associates prior to the selection of officers of the National Board. There shall not be more than one At-Large member from any geographical area served by any Associate. Those two Directors chosen for the two and three year terms shall not be members of any Associate or Affiliate Aspira Boards of Directors during the time they are serving as Directors of Aspira of America.

In the event the Chairperson of the National Board is chosen from the representatives of any Associate, he/she shall resign that position as a representative of his/her Associate on the National Board and shall occupy the position of the one year At-Large Director. Under those circumstances, his/her Associate shall be entitled to elect another representative to the National Board.

Further, in the event the Chairperson of the National Board is not a representative of any Associate, the one year At-Large Director shall be elected by the National Board as described above.

Further, in the event the Chairperson of the Board of Aspira of America during the twelve months following the end of his/her term as that Chairperson, does not otherwise remain a member of the Aspira National Board of Directors, he/she shall remain a member of the Board of Aspira of America for an additional twelve months as an additional At-Large Director unless he/she was terminated for cause from his/her position as Chairperson of Aspira of America. The former Chairperson shall assume the position as additional At-Large Director without further vote by the Board of Directors.

Article III, Section 5 which previously read:

Voting: At all meetings of the Board of Directors each Director shall have one (1) vote, and, except as otherwise provided by these By-Laws, by statute, or by Robert's Rules of Order, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

shall be amended to read as follows:

Voting: At all meetings of the Board of Directors each Director shall have one (1) vote, and, except as otherwise provided by these By-Laws, by statute, or by Robert's Rules of Order, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Voting by means of a proxy shall not be permitted.

Article V, Section 1 which previously read:

Constitution: There shall be an Executive Committee composed of the Chairperson of the Board, Vice-Chairperson for Program, Vice-Chairperson for Finance, Treasurer and Secretary of the Association. In the event these officers do not, by virtue of their residence, collectively represent all Associates, the Chairperson of any Associate not represented shall become a member of the Executive Committee. At least one student shall be a member of the Executive Committee. The Board of Directors shall fill any and all vacancies in the Executive Committee and may, from time to time, appoint alternate members of the Executive Committee to serve in the temporary absence or disability of any members and to ensure that all Aspira Associate boards are represented on the Executive Committee. Such designation or such appointment of an alternate member of said committee may be removed, at any time, by the National Board of Directors.

shall be amended to read as follows:

Constitution: There shall be an Executive Committee composed of the Chairperson of the Board, Vice-Chairperson for Program, Vice-Chairperson for Personnel, Vice-Chairperson for Finance, Treasurer, Secretary of the Association, and the person who served as Chairperson of the Board of Aspira of America during the twelve months following the end of his term as that Chairperson. In the event these officers do not, by virtue of their residence, collectively represent all Associates, the Chairperson of any Associate not represented shall become a member of the Executive Committee. At least one student shall be a member of the Executive Committee. The Board of Directors shall fill any and all vacancies in the Executive Committee to serve in the temporary absence or disability of Associate boards are represented on the Executive Committee. Such designation or such appointment of an alternate member of said committee may be removed, at any time, by the National Board of Directors.

Article IV, Section 1, which previously read:

Number: The officers of the National Board shall be:

1. Chairperson
2. Vice-Chairperson, Program
3. Vice-Chairperson, Finance
4. Secretary
5. Treasurer

shall be amended to read as follows:

Number: The officers of the National Board shall be:

1. Chairperson
2. Vice-Chairperson, Program
3. Vice-Chairperson, Finance
4. Vice-Chairperson, Personnel
5. Secretary
6. Treasurer

Article IV, Section 3 shall be amended to describe the duties of the Vice-Chairperson for Personnel as follows:

Vice-Chairperson for Personnel: The Vice-Chairperson for Personnel shall coordinate a yearly evaluation of the Executive Director and assist in the personnel matters of the Association as needed.

Article V, Section 1 was amended supra to place the Vice-Chairperson for Personnel on the Executive Committee.